

1 SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
2 RICHARD MARMARO (Cal. Bar No. 91387)
3 300 South Grand Avenue, Suite 3400
4 Los Angeles, California 90071-3144
5 Telephone: (213) 687-5000
6 Facsimile: (213) 687-5600
7 Email: rmarmaro@skadden.com

5 SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
JAMES E. LYONS (Cal. Bar No. 112582)
6 TIMOTHY A. MILLER (Cal. Bar No. 154744)
Four Embarcadero Center, Suite 3800
7 San Francisco, California 94111-4144
Telephone: (415) 984-6400
8 Facsimile: (415) 984-2698 (fax)
Email: jlyons@skadden.com
9 tmiller@skadden.com

10 Attorneys for Non-Parties Skadden, Arps, Slate, Meagher & Flom LLP and Individual Skadden Attorneys

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

DECLARATION OF ELIZABETH A. HARLAN

I, Elizabeth A. Harlan, declare:

3 1. I am an attorney duly licensed to practice law in the State of California. I am an
4 associate at the law firm of Skadden, Arps, Slate, Meagher & Flom LLP ("Skadden") in San
5 Francisco, California.

6 2. Skadden represents the Special Committee ("SC") of the Board of Directors of
7 KLA-Tencor Corporation ("KLA" or the "Company"). I have personal knowledge of the facts set
8 forth below and could competently testify thereto.

9 3. I graduated from law school in 1997 and have worked on two cases involving
10 internal investigations while at Skadden.

11 4. In June 2006, I began working on an investigation of KLA's stock option granting
12 practices being conducted by the SC. In connection with the SC investigation, I assisted with
13 document review and interview preparation, conducted witness interviews, performed legal
14 research, and drafted portions of case materials as needed.

15 5. Between June 2006 and September 2006, I participated in and took notes at 18
16 witness interviews, including interviews of former executives, officers, and advisors to the
17 Company.

18 6. It was my practice to review in advance of the interviews any documents identified
19 by the Skadden team as potential subjects of the interview.

20 7. In taking notes at witness interviews, I understood that my primary responsibility
21 was to record information provided or observations made by the witness, which, in my judgment,
22 were of importance to the investigation and relevant to a further understanding of the option
23 granting practices at KLA. I relied on my understanding of the important facts that had been
24 learned in the investigation and applicable legal theories to determine, in my judgment, the relevant
25 facts to be recorded.

26 8. After the conclusion of each SC interview at which I took notes, I used my notes
27 and recollections to prepare a memorandum of the interview. I circulated a draft of each
28 memorandum to the other attorney or attorneys who attended the interview and incorporated any

1 comments I received from them. Some of the drafts I retained in my files include handwritten
2 comments from the reviewing attorney or attorneys. To my knowledge, neither my notes nor any
3 drafts of the interview memorandum were seen or adopted by the witness.

4 9. The notes I took at the SC interviews are not verbatim transcriptions and I did not
5 understand the purpose of my participation in the interviews to be to create verbatim transcriptions.
6 I did not share my notes with anyone outside of Skadden. To my knowledge, none of my notes
7 have ever been seen or reviewed by anyone outside of Skadden.

8 I declare under penalty of perjury under the laws of the United States of America that the
9 foregoing is true and correct. Executed this 1st day of August 2008, in San Francisco, California.

Elizabeth A. Harlan